

FILED EFFECTIVE

ARTICLES OF INCORPORATION

11 DEC 29 AM 8:39

OF

SECRETARY OF STATE
STATE OF IDAHO

CENTER FOR ARTS AND EDUCATION, INCORPORATED
AN IDAHO NONPROFIT CORPORATION

ARTICLE I—NAME

The name of this nonprofit corporation is CENTER FOR ARTS AND EDUCATION, INCORPORATED, an Idaho Nonprofit Corporation.

ARTICLE II—PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Idaho Nonprofit Corporation Act, Title 30, Chapter 3, Idaho Code and consistent with the provisions of the Section 501(c)3, of the Internal Revenue Code.

The public purpose of the corporation is to operate a nonprofit organization for the advancement of educating youth and the communities in which they live, by connecting and empowering them through the arts.

ARTICLE III—REGISTERED AGENT AND ADDRESS FOR SERVICE OF PROCESS

The initial Registered Agent for the corporation for service of process is JAMES H. HENDERSON, 33 E. Idaho Ave, Suite 202, Meridian, ID 83642

ARTICLE IV—DIRECTORS

The corporation shall have not less than three (3) or more than ten (10) directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Julie Larson

3000 Sugarcane Drive
Nampa, ID 83687

James H. Henderson

1231 E Loggers Pass Street
Meridian, ID 83642

Emiko Carlin-Pearce

1115 Broadway, 12th Floor
New York, NY 10010

IDAHO SECRETARY OF STATE
12/29/2011 05:00
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ARTICLE V—INCORPORATORS

The names and addresses of the incorporators are:

Julie Larson

3000 Sugarcane Drive

Nampa, ID 83687

James H. Henderson

1231 E Loggers Pass Street

Meridian, ID 83642

ARTICLE VI—ADDRESS

The initial registered office of the corporation is 124 W Main St, Emmett, ID 83617-2986.

ARTICLE VII—MEMBERSHIP

The corporation does not have voting members.

ARTICLE VIII—DEDICATION AND DISSOLUTION

- A. The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.
- B. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)3.
- C. If the corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the district court of the county in which the corporation has its principal office, on petition therefor by the Attorney General of the State of Idaho, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

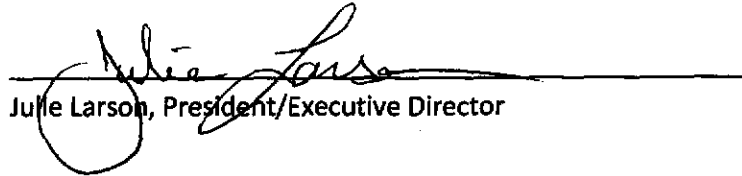
ARTICLE IX—LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, or participating or intervening in any political campaign (including publishing and distribution of statements) on behalf of any candidate for public office.

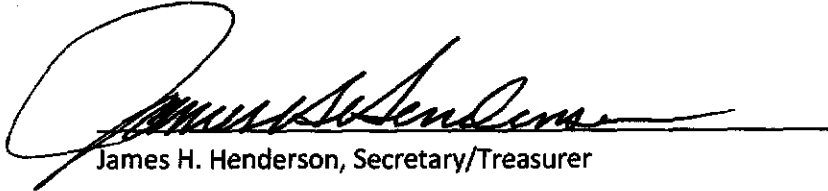
ARTICLE X—BYLAW PROVISIONS

- A. Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Directors shall be as set out in the Bylaws.
- B. Members. The authorized number, if any, and qualifications of members of the corporation, for filling of vacancies, the different classes of membership, if any, the other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be stated in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of the CENTER FOR ARTS AND EDUCATION have executed these Articles of Incorporation on the 27th day of December, 2011.


Julie Larson, President/Executive Director

ATTEST


James H. Henderson, Secretary/Treasurer